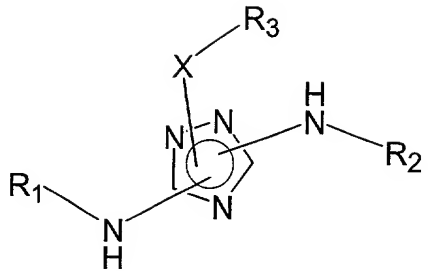
WHAT IS CLAIMED IS:

1. A compound of Formula (I):



Formula (I)

wherein

$R_1$ is selected from the group consisting of $C_{1-8}$alkyl,

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are substituted with a substituent selected from the group consisting of:

$C_{1-8}$alkyl (optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)$_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$SO_2$-($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected

from the group consisting of cyano, halo, hydroxy and nitro; wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with a substituent selected from the group consisting of $C_{1-8}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-8}$alkoxy and amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl)}};

$R_2$ is selected from the group consisting of hydrogen, $C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl and hydroxy($C_{1-8}$)alkyl;

X is selected from the group consisting of –C(O)-, -C(S)- and -$SO_2$-; and,

$R_3$ is selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}$($C_{1-8}$)alkyl, $(halo)_{1-3}$($C_{1-8}$)alkoxy, hydroxy, hydroxy($C_{1-8}$)alkyl, hydroxy($C_{1-8}$)alkoxy and nitro)}, cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and

$C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-$(C_{1-8})$alkyl,

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

-C(O)H, -C(O)$(C_{1-8})$alkyl, $-CO_2H$, $-CO_2(C_{1-8})$alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -C(O)$(C_{1-8})$alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

$-SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl))},

-NH-$SO_2$-$(C_{1-8})$alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-8})$alkyl, $(halo)_{1-3}(C_{1-8})$alkoxy, hydroxy, hydroxy$(C_{1-8})$alkyl, hydroxy$(C_{1-8})$alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

2. The compound of claim 1 wherein $R_1$ is selected from the group consisting of $C_{1-4}$alkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are substituted with a substituent selected from the group consisting of:

$C_{1-4}$alkyl (optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)$(C_{1-4})$alkyl, $-CO_2H$,

$-CO_2(C_{1-4})$alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

$C_{1-4}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

$-C(O)H$, $-C(O)(C_{1-4})$alkyl, $-CO_2H$, $-CO_2(C_{1-4})$alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and $-SO_2-(C_{1-4})$alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl),

$-SO_2-$ {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl, $-C_{1-4}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with a substituent selected from the group consisting of $C_{1-4}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-4}$alkoxy and amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl)}}.

3. The compound of claim 1 wherein $R_1$ is selected from the group consisting of $C_{1-4}$alkyl and aryl {wherein aryl is substituted with a substituent selected from the group consisting of:

$C_{1-4}$alkyl (optionally substituted on a terminal carbon with a substituent

selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro),

$C_{1-4}$alkoxy,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and $-SO_2-(C_{1-4})$alkyl),

$-SO_2-$ {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl, $-C_{1-4}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl) and heteroaryl)},

heterocyclyl (wherein heterocyclyl is optionally substituted with 1 to 2 substituents independently selected from the group consisting of $C_{1-4}$alkyl and oxo) and heteroaryl}.

4. The compound of claim 1 wherein $R_1$ is selected from the group consisting of $C_{1-4}$alkyl and phenyl {wherein phenyl is substituted with a substituent selected from the group consisting of:

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and $-SO_2-(C_{1-4})$alkyl),

$-SO_2-$ {substituted with one substituent selected from the group consisting of piperidinyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl, $-C_{1-4}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl) and pyridinyl)},

piperazinyl (wherein piperazinyl is optionally substituted with 1 to 2 $C_{1-4}$alkyl substituents), imidazolidinyl, isothiazolidinyl (wherein imidazolidinyl and isothiazolidinyl are optionally substituted with 1 to 2 oxo substituents), imidazolyl and triazolyl}.

5. The compound of claim 1 wherein $R_2$ is selected from the group consisting of

hydrogen, $C_{1-4}$alkyl, $C_{2-4}$alkenyl, $C_{2-4}$alkynyl and hydroxy($C_{1-4}$)alkyl.

6. The compound of claim 1 wherein $R_2$ is selected from the group consisting of hydrogen and $C_{1-4}$alkyl..

7. The compound of claim 1 wherein $R_2$ is hydrogen.

8. The compound of claim 1 wherein X is selected from the group consisting of –C(O)-, -C(S)- and -$SO_2$-.

9. The compound of claim 1 wherein $R_3$ is selected from the group consisting of:

$C_{1-4}$alkyl, $C_{2-4}$alkenyl, $C_{2-4}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-4}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-4}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-4}$alkyl, cyano, halo, (halo)$_{1-3}$($C_{1-4}$)alkyl, (halo)$_{1-3}$($C_{1-4}$)alkoxy, hydroxy, hydroxy($C_{1-4}$)alkyl, hydroxy($C_{1-4}$)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-4}$alkyl, $C_{2-4}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-4}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-4}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-($C_{1-4}$)alkyl,

$C_{1-4}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

-C(O)H, $-C(O)(C_{1-4})$alkyl, $-CO_2H$, $-CO_2(C_{1-4})$alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and $-C(O)(C_{1-4})$alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl),

$-SO_2-$ {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and $-C_{1-4}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl))},

$-NH-SO_2-(C_{1-4})$alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-4}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-4})$alkyl, $(halo)_{1-3}(C_{1-4})$alkoxy, hydroxy, hydroxy$(C_{1-4})$alkyl, hydroxy$(C_{1-4})$alkoxy and nitro)}.

10. The compound of claim 1 wherein $R_3$ is selected from the group consisting of:

$C_{1-4}$alkyl, $C_{2-4}$alkenyl, $C_{2-4}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-4}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-4})$alkyl, $(halo)_{1-3}(C_{1-4})$alkoxy, hydroxy,

hydroxy($C_{1-4}$)alkyl, hydroxy($C_{1-4}$)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-4}$alkyl, $C_{2-4}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of $-CO_2H$, $-CO_2(C_{1-4})$alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-($C_{1-4}$)alkyl,

$C_{1-4}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-4}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and -C(O)($C_{1-4}$)alkyl),

aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and aryl (wherein aryl is optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-4}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-4})$alkyl, $(halo)_{1-3}(C_{1-4})$alkoxy, hydroxy, hydroxy($C_{1-4}$)alkyl, hydroxy($C_{1-4}$)alkoxy and nitro)}.

11. The compound of claim 1 wherein $R_3$ is selected from the group consisting of: $C_{1-4}$alkyl, $C_{2-4}$alkenyl, $C_{2-4}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, phenyl and thienyl (wherein phenyl and thienyl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of $C_{1-4}$alkyl, cyano, halo, hydroxy and nitro)},

cyclopentyl, cyclohexyl, cycloheptyl, benzo[*b*]thienyl, phenyl, furyl, thienyl, thiazolyl, isoxazolyl, thiadiazolyl, pyridinyl

{wherein cyclohexyl and phenyl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cyclohexyl and phenyl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-4}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro),

-CH(OH)-$(C_{1-4})$alkyl,

$C_{1-4}$alkoxy,

amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl),

wherein thienyl and thiazolyl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein thienyl and thiazolyl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-4}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of $-CO_2H$, $-CO_2(C_{1-4})$alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro),

$C_{1-4}$alkoxy,

-C(O)$(C_{1-4})$alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and -C(O)$(C_{1-4})$alkyl),

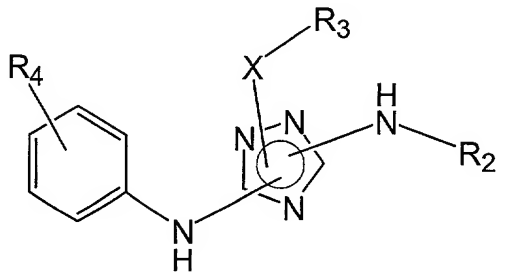
pyrrolyl and pyridinyl;

and, wherein thiadiazolyl is optionally substituted with one substituent selected from the group consisting of $C_{1-4}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-4}$alkoxy, amino (substituted with two substituents independently selected from the group consisting

of hydrogen and $C_{1-4}$alkyl), cyano, halo, hydroxy and nitro} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and phenyl (wherein phenyl is optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-4}$alkyl, cyano, halo, hydroxy and nitro)}.

12. A compound of Formula (Ia):




Formula (Ia)

wherein

$R_4$ is selected from the group consisting of:

$C_{1-8}$alkyl {optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl},

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)$_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$SO_2$-($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-8}$alkoxy, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, halo, hydroxy and nitro; and, wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

$R_2$ is selected from the group consisting of hydrogen, $C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl and hydroxy($C_{1-8}$)alkyl;

X is selected from the group consisting of –C(O)-, -C(S)- and $-SO_2-$; and,

$R_3$ is selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, $-CO_2H$, $-CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}$($C_{1-8}$)alkyl, $(halo)_{1-3}$($C_{1-8}$)alkoxy, hydroxy, hydroxy($C_{1-8}$)alkyl, hydroxy($C_{1-8}$)alkoxy and nitro)}, cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, $-CO_2H$, $-CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano,

$(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

$-CH(OH)-(C_{1-8})alkyl$,

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

$-C(O)H$, $-C(O)(C_{1-8})alkyl$, $-CO_2H$, $-CO_2(C_{1-8})alkyl$,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and $-C(O)(C_{1-8})alkyl$),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

$-SO_2-$ {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and $-C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl))},

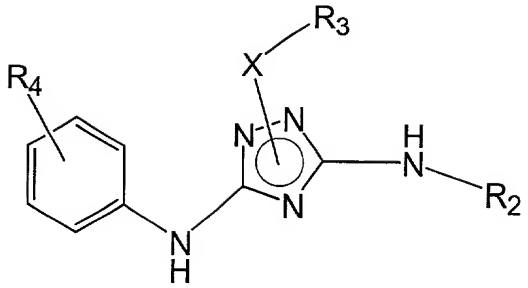
$-NH-SO_2-(C_{1-8})alkyl$,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-8})alkyl$, $(halo)_{1-3}(C_{1-8})alkoxy$, hydroxy, $hydroxy(C_{1-8})alkyl$, $hydroxy(C_{1-8})alkoxy$ and nitro)};

and pharmaceutically acceptable salts thereof.

13. A compound of Formula (Ib):



Formula (Ib)

wherein

$R_4$ is selected from the group consisting of:

$C_{1-8}$alkyl {optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl},

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)$_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$SO_2$-($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy and nitro), $C_{1-8}$alkoxy, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, halo, hydroxy and nitro; and, wherein

heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

$R_2$ is selected from the group consisting of hydrogen, $C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl and hydroxy($C_{1-8}$)alkyl;

X is selected from the group consisting of –C(O)-, -C(S)- and -$SO_2$-; and,

$R_3$ is selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, (halo)$_{1-3}$($C_{1-8}$)alkyl, (halo)$_{1-3}$($C_{1-8}$)alkoxy, hydroxy, hydroxy($C_{1-8}$)alkyl, hydroxy($C_{1-8}$)alkoxy and nitro)}, cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-($C_{1-8}$)alkyl,

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)$_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -C(O)($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl))},

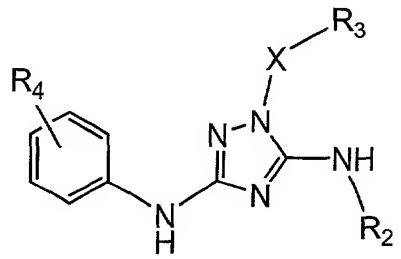
-NH-$SO_2$-($C_{1-8}$)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-8})$alkyl, $(halo)_{1-3}(C_{1-8})$alkoxy, hydroxy, hydroxy($C_{1-8}$)alkyl, hydroxy($C_{1-8}$)alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

14. A compound of Formula (Ic):




Formula (Ic)

wherein

$R_4$ is selected from the group consisting of:

$C_{1-8}$alkyl {optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl,

aryl and heteroaryl},

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$SO_2$-($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-8}$alkoxy, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, halo, hydroxy and nitro; and, wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

$R_2$ is selected from the group consisting of hydrogen, $C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl and hydroxy($C_{1-8}$)alkyl;

X is selected from the group consisting of –C(O)-, -C(S)- and -$SO_2$-; and,

$R_3$ is selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen

and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-8})$alkyl, $(halo)_{1-3}(C_{1-8})$alkoxy, hydroxy, hydroxy$(C_{1-8})$alkyl, hydroxy$(C_{1-8})$alkoxy and nitro)}, cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)$(C_{1-8})$alkyl, $-CO_2H$, $-CO_2(C_{1-8})$alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-$(C_{1-8})$alkyl,

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

-C(O)H, -C(O)$(C_{1-8})$alkyl, $-CO_2H$, $-CO_2(C_{1-8})$alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -C(O)$(C_{1-8})$alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

$-SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl))},

-NH-$SO_2$-$(C_{1-8})$alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group

consisting of hydrogen, $C_{1-8}$alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-8})$alkyl, $(halo)_{1-3}(C_{1-8})$alkoxy, hydroxy, $hydroxy(C_{1-8})$alkyl, $hydroxy(C_{1-8})$alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

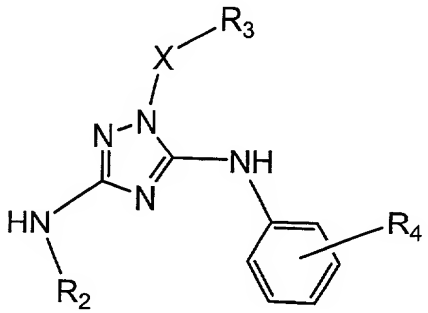
15. The compound of claim 14 wherein $R_4$ is selected from the group consisting of:

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl and $-SO_2-(C_{1-4})$alkyl),

$-SO_2-$ {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-4}$alkyl, $-C_{1-4}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-4}$alkyl) and heteroaryl)},

heterocyclyl (wherein heterocyclyl is optionally substituted with 1 to 2 substituents independently selected from the group consisting of $C_{1-4}$alkyl and oxo) and heteroaryl.

16. A compound of Formula (Id):




Formula (Id)

wherein

$R_4$ is selected from the group consisting of:

$C_{1-8}$alkyl {optionally substituted on a terminal carbon with a substituent selected from the group consisting of $-C(O)H$, $-C(O)(C_{1-8})$alkyl, $-CO_2H$, $-CO_2(C_{1-8})$alkyl, amino

(substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl},

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$SO_2$-($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-8}$alkoxy, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, halo, hydroxy and nitro; and, wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

$R_2$ is selected from the group consisting of hydrogen, $C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl and hydroxy($C_{1-8}$)alkyl;

X is selected from the group consisting of –C(O)-, -C(S)- and -$SO_2$-; and,

$R_3$ is selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group

consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, (halo)$_{1-3}$($C_{1-8}$)alkyl, (halo)$_{1-3}$($C_{1-8}$)alkoxy, hydroxy, hydroxy($C_{1-8}$)alkyl, hydroxy($C_{1-8}$)alkoxy and nitro)}, cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-($C_{1-8}$)alkyl,

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)$_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -C(O)($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl))},

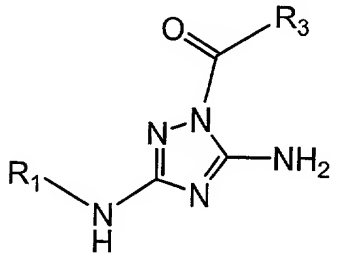
-NH-$SO_2$-($C_{1-8}$)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}(C_{1-8})$alkyl, $(halo)_{1-3}(C_{1-8})$alkoxy, hydroxy, hydroxy$(C_{1-8})$alkyl, hydroxy$(C_{1-8})$alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

17. A compound of Formula (Ie):



Formula (Ie)

wherein

$R_1$ is selected from the group consisting of $C_{1-8}$alkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are substituted with a substituent selected from the group consisting of:

$C_{1-8}$alkyl (optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)$(C_{1-8})$alkyl, $-CO_2H$, $-CO_2(C_{1-8})$alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

-C(O)H, -C(O)$(C_{1-8})$alkyl, $-CO_2H$, $-CO_2(C_{1-8})$alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and $-SO_2-(C_{1-8})$alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

$-SO_2-$ {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with a substituent selected from the group consisting of $C_{1-8}$alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-8}$alkoxy and amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl)}}; and,

$R_3$ is selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl, $C_{2-8}$alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, $-CO_2H$, $-CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, $(halo)_{1-3}$, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, $(halo)_{1-3}$($C_{1-8}$)alkyl, $(halo)_{1-3}$($C_{1-8}$)alkoxy, hydroxy, hydroxy($C_{1-8}$)alkyl, hydroxy($C_{1-8}$)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

$C_{1-8}$alkyl, $C_{2-8}$alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl), cyano, (halo)$_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-($C_{1-8}$)alkyl,

$C_{1-8}$alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)$_{1-3}$ and hydroxy),

-C(O)H, -C(O)($C_{1-8}$)alkyl, -$CO_2$H, -$CO_2$($C_{1-8}$)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -C(O)($C_{1-8}$)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl),

-$SO_2$- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl and -$C_{1-8}$alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}$alkyl))},

-NH-$SO_2$-($C_{1-8}$)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}$alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}$alkyl, cyano, halo, (halo)$_{1-3}$($C_{1-8}$)alkyl, (halo)$_{1-3}$($C_{1-8}$)alkoxy, hydroxy, hydroxy($C_{1-8}$)alkyl, hydroxy($C_{1-8}$)alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

18. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected

from the group consisting of:

| X | $R_2$ | $R_3$ | $R_4$ |
|---|---|---|---|
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,4,6-$F_3$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2-F)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,4-$F_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2-F-6-$CF_3$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$Cl_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,4,6-$Cl_3$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2-$NO_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | [2,6-($OCH_3$)$_2$]Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | [2,4,6-($CH_3$)$_3$]Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | 2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (3-$CH_3$)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (3-F)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (3-Cl)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (3-$OCH_2CH_3$)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (3-$NHCOCH_3$)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (5-$CH_3$)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (5-Br)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (5-$COCH_3$)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 2-furyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 5-isoxazolyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 2-pyridinyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 3-pyridinyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 4-pyridinyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 3-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 3a,7a-dihydrobenzo[*b*]thien-2-yl | 4-$SO_2$-$NH_2$; |
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | [3,5–($CH_3$)$_2$]2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | [2,4-($CH_3$)$_2$]5-thiazolyl | 4-$SO_2$-$NH_2$; |

| | | | |
|---|---|---|---|
| C(O) | H | (3-Br)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 4-($CH_3$)-1,2,3-thiadiazol-5-yl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 1,2,3-thiadiazol-4-yl | 4-$SO_2$-$NH_2$; |
| C(O) | H | Cyclopentyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | Cyclohexyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 2-thienyl-$CH_2$ | 4-$SO_2$-$NH_2$; |
| C(O) | H | 2-thienyl-$(CH)_2$ | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$F_2$)-Ph-$CH_2$ | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$F_2$)Ph$(CH)_2$ | 4-$SO_2$-$NH_2$; |
| C(O) | H | Cycloheptyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 4-$CH_3$-cyclohexyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 4-$CH_3$-cyclohexyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 4-$(CH_2)_3CH_3$-cyclohexyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 5-(2-pyridinyl)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 3-(1*H*-pyrrol-1-yl)2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 5-[$C(CH_3)_3$]2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | 5-[$(CH)_2C(O)OC(CH_3)_3$]2-thienyl | 4-$SO_2$-$NH_2$; |
| C(O) | H | Ph$(C)_2$ | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$F_2$-3-$NO_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$F_2$-3-$NH_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | [2,6-$(CH_3)_2$]Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2-$CH_3$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | [2,6-$F_2$-3-CH(OH)$CH_3$]Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-$SO_2$-$NH_2$; |
| C(S) | H | -NH[(2,6-$F_2$)Ph] | 4-$SO_2$-$NH_2$; |
| C(O) | H | -NH[(2,6-$F_2$)Ph] | 4-$SO_2$-$NH_2$; |
| $SO_2$ | H | (2,6-$F_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2-Cl-3-$CH_3$-6-F)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | H | (2-Cl-6-F)Ph | 4-$SO_2$-$NH_2$; and |
| C(O) | H | (2,6-$F_2$-5-Cl)Ph | 4-$SO_2$-$NH_2$. |

19. The compound of claim 16 wherein X, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| X | $R_3$ | $R_4$ |
|---|---|---|
| C(O) | (2,6-$F_2$)Ph | 4-$SO_2$-$NH_2$; |
| C(O) | (2,6-$F_2$-3-$CH_3$)Ph | 4-$SO_2$-$NH_2$; |
| and, | | |
| C(S) | -NH[(2,6-$F_2$)Ph] | 4-$SO_2$-$NH_2$. |

20. The compound of claim 17 wherein $R_1$ and $R_3$ are dependently selected from:

| $R_1$ | $R_3$ |
|---|---|
| $CH_3$ | 3-$CH_3$-2-thienyl. |

21. The compound of claim 1 wherein the compound of Formula (I) is selected from the group consisting of:

5-amino-3-[[4-(aminosulfonyl)phenyl]amino]-N-(2,6-difluorophenyl)-1H-1,2,4-triazole-1-carbothioamide;

5-amino-3-[[4-(aminosulfonyl)phenyl]amino]-N-(2,6-difluorophenyl)-1H-1,2,4-triazole-1-carboxamide;

4-[[5-amino-1-(2-chloro-6-fluoro-3-methylbenzoyl)-1H-1,2,4-triazol-3-yl]amino]-benzenesulfonamide;

4-[[5-amino-1-(2-chloro-6-fluorobenzoyl)-1H-1,2,4-triazol-3-yl]amino]-benzenesulfonamide;

4-[[5-amino-1-(2,6-difluoro-3-methylbenzoyl)-1*H*-1,2,4-triazol-3-yl]amino]-*N*-methyl-benzenesulfonamide;

4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1*H*-1,2,4-triazol-3-yl]amino]-*N*-methyl-benzenesulfonamide;

4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1*H*-1,2,4-triazol-3-yl]amino]-*N*-[2-(dimethylamino)ethyl]-benzenesulfonamide;

1-[4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1*H*-1,2,4-triazol-3-yl]amino]phenyl]-2-imidazolidinone;

$N^3$-[4-(1,1-dioxido-2-isothiazolidinyl)phenyl]-1-[(3-methyl-2-thienyl)carbonyl]-1*H*-1,2,4-triazole-3,5-diamine; and,

4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1*H*-1,2,4-triazol-3-yl]amino]-*N*-(2-pyridinyl)-benzenesulfonamide.

22. A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

23. A pharmaceutical composition made by mixing a compound of claim 1 and a pharmaceutically acceptable carrier.

24. A method for preparing a pharmaceutical composition comprising mixing a compound of claim 1 and a pharmaceutically acceptable carrier.

25. A method for treating or ameliorating a kinase mediated disorder comprising administering to a subject in need thereof a therapeutically effective amount of a compound of claim 1.

26. The method of claim 25 wherein the disorder is mediated by selective inhibition of a kinase selected from the group consisting of a cyclin dependent kinase and a tyrosine kinase.

27. The method of claim 26 wherein the kinase is selected from the group consisting of cyclin dependent kinase-1, cyclin dependent kinase-2, cyclin dependent kinase-4, vascular endothelial growth factor receptor-2, endothelial growth factor receptor and human epidermal growth factor receptor-2.

28. The method of claim 25 wherein the disorder is mediated by dual inhibition of at least two kinases selected from the group consisting of a cyclin dependent kinase and a tyrosine kinase.

29. The method of claim 28 wherein at least two kinases are selected from the group consisting of cyclin dependent kinase-1, cyclin dependent kinase-2, cyclin dependent kinase-4, vascular endothelial growth factor receptor-2, endothelial growth factor receptor and human epidermal growth factor receptor-2.

30. The method of claim 25 wherein the therapeutically effective amount of the compound of claim 1 is from about 0.001 mg/kg/day to about 300 mg/kg/day.

31. The method of claim 25 wherein the kinase mediated disorder is selected from

the group consisting of cancer and tumor growth, tumor vascularization, angiopathy, angiogenesis, chemotherapy-induced alopecia and restenosis.

32. The method of claim 25 further comprising a method for using a compound of claim 1 as an adjunct to chemotherapy and radiation therapy.

33. The method of claim 25 further comprising administering to a subject in need thereof a therapeutically effective amount of a pharmaceutical composition of claim 22.

34. The method of claim 33 wherein the therapeutically effective amount of a pharmaceutical composition of claim 22 is from about 0.001 mg/kg/day to about 300 mg/kg/day.

35. The method of claim 25 further comprising administering to a subject in need thereof a therapeutically effective amount of at least one other agent in combination with a compound of claim 1.

36. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-1-*H*-piperidin-1-yl; |
| C(O) | H | 2-thienyl | 4-$SO_2$-1-*H*-piperidin-1-yl; |
| C(O) | H | (3-$CH_3$)2-thienyl | 4-$SO_2$-1-*H*-piperidin-1-yl; |
| C(O) | H | (2,6-$F_2$)Ph | 4-(4-$CH_3$-1,4-*H*-piperazin-1-yl); |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-(4-$CH_3$-1,4-*H*-piperazin-1-yl); |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(4-$CH_3$-1,4-*H*-piperazin-1-yl); |
| C(O) | H | [3,5–($CH_3$)$_2$]2-thienyl | 4-(4-$CH_3$-1,4-*H*-piperazin-1-yl); and |

| | | | |
|---|---|---|---|
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-(4-$CH_3$-1,4-*H*-piperazin-1-yl). |

37. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-NH($CH_2CH_3$); |
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-NH($CH_3$); |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-$SO_2$-NH($CH_3$); |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-$SO_2$-NH($CH_3$); |
| C(O) | H | [3,5–($CH_3$)$_2$]2-thienyl | 4-$SO_2$-NH($CH_3$); |
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-$SO_2$-NH($CH_3$); |
| C(O) | H | [3,5–($CH_3$)$_2$]2-thienyl | 4-$SO_2$-N($CH_3$)$_2$; |
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-$SO_2$-N($CH_3$)$_2$; |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-$SO_2$-N($CH_3$)$_2$; |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-$SO_2$-N($CH_3$)$_2$; and |
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-N($CH_3$)$_2$. |

38. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-(1-*H*-imidazol-1-yl); |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(1-*H*-imidazol-1-yl); |
| C(O) | H | [3,5–($CH_3$)$_2$]2-thienyl | 4-(1-*H*-imidazol-1-yl); |
| C(O) | H | (2,6-$F_2$)Ph | 4-(1-*H*-imidazol-1-yl); and |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-(1-*H*-imidazol-1-yl). |

39. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | (2,6-$F_2$)Ph | 4-(1-*H*-1,2,4-triazol-1-yl); |

| | | | |
|---|---|---|---|
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | [3,5–$(CH_3)_2$]2-thienyl | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | (2,6-$F_2$)Ph | 4-(1-*H*-1,3,4-triazol-1-yl); |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-(1-*H*-1,3,4-triazol-1-yl); and |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(1-*H*-1,3,4-triazol-1-yl). |

40. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | (2,6-$F_2$)Ph | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | [3,5–$(CH_3)_2$]2-thienyl | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(1-*H*-1,2,4-triazol-1-yl); |
| C(O) | H | (2,6-$F_2$)Ph | 4-(1-*H*-1,3,4-triazol-1-yl); |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-(1-*H*-1,3,4-triazol-1-yl); |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(1-*H*-1,3,4-triazol-1-yl); |

41. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-$SO_2$-$NH[(CH_2)_2N(CH_3)_2]$; |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-$SO_2$-$NH[(CH_2)_2N(CH_3)_2]$; |

| | | | |
|---|---|---|---|
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-$SO_2$-NH[$(CH_2)_2N(CH_3)_2$]; |
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-NH[$(CH_2)_2N(CH_3)_2$]; |
| C(O) | H | [3,5–$(CH_3)_2$]2-thienyl | 4-$SO_2$-NH[$(CH_2)_2N(CH_3)_2$]; |
| C(O) | H | [3,5–$(CH_3)_2$]2-thienyl | 4-NH-$SO_2$-$CH_3$; |
| C(O) | H | (3–$CH_3$)2-thienyl | 4-NH-$SO_2$-$CH_3$; |
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-NH-$SO_2$-$CH_3$; |
| C(O) | H | (2,6-$F_2$)Ph | 4-NH-$SO_2$-$CH_3$; and |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-NH-$SO_2$-$CH_3$. |

42. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(2-imidazolidinone); |
| C(O) | H | (2,6-$F_2$-3-$CH_3$)Ph | 4-(2-imidazolidinone); and |
| C(O) | H | (2,6-$F_2$)Ph | 4-(2-imidazolidinone). |

43. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (3–$CH_3$)2-thienyl | 4-(1,1-dioxido-2-isothiazolidinyl); and |
| C(O) | H | (2,6-$F_2$)Ph | 4-(1,1-dioxido-2-isothiazolidinyl). |

44. The compound of claim 14 wherein X, $R_2$, $R_3$ and $R_4$ are dependently selected from the group consisting of:

| **X** | **$R_2$** | **$R_3$** | **$R_4$** |
|---|---|---|---|
| C(O) | H | (2,6-$F_2$)Ph | 4-$SO_2$-NH-2-pyridinyl; |
| C(O) | H | (5–$CH_2CH_3$)2-thienyl | 4-$SO_2$-NH-2-pyridinyl; |
| C(O) | H | [3,5–$(CH_3)_2$]2-thienyl | 4-$SO_2$-NH-2-pyridinyl; and |

| | | | |
|---|---|---|---|
| C(O) | H | $(3–CH_3)$2-thienyl | 4-$SO_2$-NH-2-pyridinyl. |

45. The method of claim 35 wherein the at least one other agent is a chemotherapeutic agent to treat cancer.

46. The method of claim 45 wherein the dose of the chemotherapeutic agent is reduced relative to the dose that would be given in the absence of the therapeutically effective amount of the compound of claim 1.

47. The method of claim 45 wherein the therapeutically effective amount of a compound of claim 1 is given to the subject before, during or after the chemotherapeutic agent.